



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 March 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 07 April 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	50,000,000,000	HKD	0.00002	HKD	1,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	50,000,000,000	HKD	0.00002	HKD	1,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
Balance at close of preceding month		9,604,243,264				
Increase / decrease (-)		8,145,362				
Balance at close of the month		9,612,388,626				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares	Class of shares		Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)			00700						
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Post-IPO Share Option Scheme II adopted on 16/05/2007 (i) Exercise price (July 2015) HK\$135.50	296,451	Exercised	-10,944	266,031	10,944	263,331		0
			Lapsed	-19,476					
General Meeting approval date (if applicable)		16 May 2007							
2).	(ii) Exercise price (March 2016) HK\$144.70	8,965,000			8,965,000	0	8,965,000		0
General Meeting approval date (if applicable)		16 May 2007							
3).	(iii) Exercise price (July 2016) HK\$161.46	444,861			444,861	0	444,861		0
General Meeting approval date (if applicable)		16 May 2007							
4).	(iv) Exercise price (March 2017) HK\$210.04	25,127,525			25,127,525	0	25,018,150		0
General Meeting approval date (if applicable)		16 May 2007							
5).	Post-IPO Share Option Scheme IV adopted on 17/05/2017	4,476,177	Exercised	-128,605	4,310,332	128,605	4,251,155		282,540,713
			Lapsed	-37,240					

	(i) Exercise price (July 2017) HK\$256.06, HK\$256.08							
General Meeting approval date (if applicable)		17 May 2017						
6).	(ii) Exercise price (November 2017) HK\$399.83	71,190			71,190	0	71,190	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
7).	(iii) Exercise price (January 2018) HK\$423.29	132,050			132,050	0	132,050	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
8).	(iv) Exercise price (April 2018) HK\$389.62, HK\$389.36	21,900,189			21,900,189	0	16,913,274	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
9).	(v) Exercise price (May 2018) HK\$387.06	26,390			26,390	0	26,390	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
10).	(vi) Exercise price (June 2018) HK\$383.14	83,580			83,580	0	83,580	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
11).	(vii) Exercise price (July 2018) HK\$366.84, HK\$366.38, HK\$365.68, HK\$365.19	3,288,005	Exercised	-400	3,254,066	400	2,123,656	282,540,713
			Lapsed	-33,539				
General Meeting approval date (if applicable)		17 May 2017						

12).	(viii) Exercise price (August 2018) HK\$335.25, HK\$333.81	20,440			20,440	0	19,775	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
13).	(ix) Exercise price (April 2019) HK\$355.26, HK\$354.99, HK\$354.46, HK\$354.31	23,483,566	Exercised	-300	23,483,266	300	3,088,414	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
14).	(x) Exercise price (July 2019) HK\$339.90, HK\$339.46, HK\$338.69, HK\$338.03	1,707,617	Exercised	-306	1,707,311	306	716,867	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
15).	(xi) Exercise price (August 2019) HK\$315.95, HK\$315.52, HK\$314.78	267,445			267,445	0	116,680	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
16).	(xii) Exercise price (December 2019) HK\$317.53, HK\$316.91	17,664			17,664	0	82	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
17).	(xiii) Exercise price (January 2020) HK\$360.78, HK\$359.82, HK\$359.81	137,760			137,760	0	91,840	282,540,713

General Meeting approval date (if applicable)		17 May 2017						
18).	(xiv) Exercise price (March 2020) HK\$340.50, HK\$340.47, HK\$340.31, HK\$339.51, HK\$338.82	7,253,219			7,253,219	0	3,712,241	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
19).	(xv) Exercise price (May 2020) HK\$406.98, HK\$406.50, HK\$405.70	49,840			49,840	0	16,613	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
20).	(xvi) Exercise price (July 2020) HK\$520.29, HK\$520.16, HK\$518.51, HK\$518.25, HK\$518.08	1,345,118			1,345,118	0	325,203	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
21).	(xvii) Exercise price (August 2020) HK\$491.48, HK\$491.22, HK\$491.16, HK\$490.57, HK\$490.30	39,964			39,964	0	16,982	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
22).	(xviii) Exercise price (November 2020) HK\$557.52, HK\$557.28, HK\$557.23, HK\$556.65,	134,388			134,388	0	61,510	282,540,713

	HK\$556.59, HK\$555.91							
General Meeting approval date (if applicable)		17 May 2017						
23.	(xix) Exercise price (December 2020) HK\$547.29, HK\$546.94, HK\$546.44	119,235			119,235	0	42,083	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
24.	(xx) Exercise price (March 2021) HK\$588.81, HK\$588.52, HK\$588.46, HK\$588.00, HK\$587.93, HK\$587.47, HK\$587.45, HK\$587.39	7,569,441			7,569,441	0	1,525,597	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
25.	(xxi) Exercise price (June 2021) HK\$576.17, HK\$576.14, HK\$576.07, HK\$575.50, HK\$575.42, HK\$575.01, HK\$574.88	163,385			163,385	0	2,944	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
26.	(xxii) Exercise price (July 2021) HK\$529.43, HK\$528.86, HK\$528.24, HK\$527.66	7,945,992	Lapsed	-14,397	7,931,595	0	0	282,540,713
General Meeting approval date (if applicable)		17 May 2017						

27.	(xxiii) Exercise price (November 2021) HK\$477.31, HK\$476.59, HK\$475.09, HK\$474.37, HK\$474.28, HK\$474.15	188,591			188,591	0	0	282,540,713
General Meeting approval date (if applicable)		17 May 2017						
28.	(xxiv) Exercise price (March 2022) HK\$384.08	0	Granted	7,261,887	7,261,887	0	0	282,540,713
General Meeting approval date (if applicable)		17 May 2017						

Total A (Ordinary shares): 140,555

Total funds raised during the month from exercise of options: HKD 34,770,831.7

Remarks:

1. The Post-IPO Share Option Scheme II expired on 16 May 2017 and no further share options will be granted under the scheme.
2. 282,540,713 ordinary shares as set out in items 5 to 28 refer to the total number of securities which may be issued upon exercise of all share options to be granted under the Post-IPO Share Option Scheme IV adopted on 17 May 2017 as at 31 March 2022.
3. As a result of the Distribution in Specie, pursuant to the scheme rules of the Post-IPO Share Option Scheme II and the Post-IPO Share Option Scheme IV, adjustments had been made to the exercise price of the share options which remained outstanding as at the Ex-dividend Date. The adjusted exercise prices of the share options are reflected in items 1 to 27. Please refer to the announcement dated 14 March 2022 for details.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00700				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Share award scheme	HKD	0.00002	16 March 2022	20 May 2021	8,004,807	
2). Repurchase of shares				20 May 2021		-4,033,000

Total E (Ordinary shares): 8,004,807

Remarks:

1. Issue of new shares pursuant to the Share Award Schemes adopted on 13 November 2013 and 25 November 2019 (Please refer to the announcement dated 21 January 2022).
2. Repurchases of a total of 4,033,000 ordinary shares were made on 25, 28, 29, 30 and 31 March 2022 but such shares are not yet cancelled as at 31 March 2022.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 8,145,362

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

The relevant confirmations were made in the Next Day Disclosure Returns filed during the period from 16 March 2022 to 31 March 2022.

Submitted by: Lau Suk Yi

 Title: Secretary

 (Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “type of shares issuable” should be construed as “type of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”